

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: (Subchapter V)
VTES, INC., *et al.*, :
: Case No. 20-12941 (JLG)
Debtors. :
: (Jointly Administered)
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**DECLARATION OF BRIAN AYERS REGARDING
HYPOTHETICAL CHAPTER 7 LIQUIDATION ANALYSIS OF DEBTORS**

BRIAN AYERS, being duly sworn, deposes and says:

1. I am over 18 years of age. I hold a B.A. in Economics from Syracuse University. I am a Certified Insolvency Restructuring Advisor¹ and Certified Turnaround Professional,² with more than 15 years of turnaround/restructuring and bankruptcy experience at both large national and boutique accounting and advisory firms. If called as a witness, I could and would competently testify with respect to the matters set forth in this Declaration from my own personal knowledge or from knowledge gathered from others within the Debtors' organization and the Debtors' professionals, my review of relevant documents, or my opinion based upon my experience concerning the Debtors' Chapter 11 Cases.³

2. I am a Managing Director of Rock Creek Advisors, LLC ("Rock Creek"), with offices at 1738 Belmar Blvd., Belmar, New Jersey 07719.

¹ Certification provided by the Association of Insolvency and Restructuring Advisors.

² Certification provided by the Turnaround Management Association.

³ Capitalized terms used herein, but not otherwise defined, shall have the meanings ascribed to such terms in the Plan.

3. Rock Creek is currently serving as the Debtors' financial advisors. Rock Creek works with companies and their investors, shareholders, directors, lenders, and other relevant constituents to help those companies maximize their true potential. Rock Creek has expertise in turnarounds, assignments for the benefit of creditors, financial advisory matters, and liquidations. In this capacity, I am familiar with the day-to-day operations, business, and financial affairs of the Debtors.

4. This declaration (this "Declaration") is made in support of the liquidation analysis filed as Exhibit 1, as amended, to the Plan (the "Liquidation Analysis").

5. Based on my review of the Debtors' books and records, my understanding of the Debtors' business operations, and my understanding of the Debtors' historical financial performance, I believe that the Liquidation Analysis includes a reasonable estimate of what could be expected to be available for creditors in a hypothetical chapter 7 liquidation.

6. More specifically, among other things the Liquidation Analysis shows that an estimated \$2,315,834 would be available for holders of General Unsecured Claims. Thus, based on the Liquidation Analysis, holders of Class 4: General Unsecured Claims are expected to receive an approximate *pro rata* distribution of 31%.

7. The Liquidation Analysis demonstrates that holders of Class 4: General Unsecured Claims are projected to receive under the Plan an amount equal to at least 31% of the Allowed General Unsecured Claim – an amount far greater than the estimated Distribution they would expect to receive in a hypothetical chapter 7 liquidation (in such scenario, no recovery is contemplated for holders of General Unsecured Claims).

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true

and correct to the best of my information, knowledge, and belief.

Dated: Belmar, New Jersey
February 16, 2021

/s/ Brian Ayers
Brian Ayers
Managing Director
Rock Creek Advisors, LLC